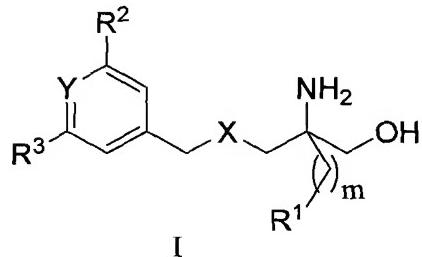


This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Previously Amended) A compound of formula (I):



wherein:

X is O or NH;

Y is CH;

R¹ is aryl selected from the group consisting of phenyl and naphtyl,

wherein said aryl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -C₁₋₆alkyl,
- (c) -C₂₋₆ alkenyl,
- (d) -C₂₋₆ alkynyl,
- (e) -OH,
- (f) -CN, or
- (g) -O-C₁₋₆alkyl;

R² is selected from the group consisting of:

- (1) R⁴-S(O)₂N(R⁷)-, wherein R⁴ is C₁₋₆alkyl, wherein said alkyl is unsubstituted or substituted with one or more
 - (a) halo,
 - (b) -C₁₋₆alkyl,
 - (c) -OH,
 - (d) -CN, or
 - (e) -O-C₁₋₆alkyl; and

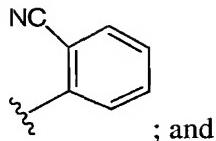
R⁷ is selected from the group consisting of

- (a) hydrogen, and
 (b) -C₁₋₆alkyl,

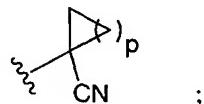
wherein said alkyl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -C₁₋₆alkyl,
- (iii) -OH,
- (iv) -CN, or
- (v) -O-C₁₋₆alkyl;

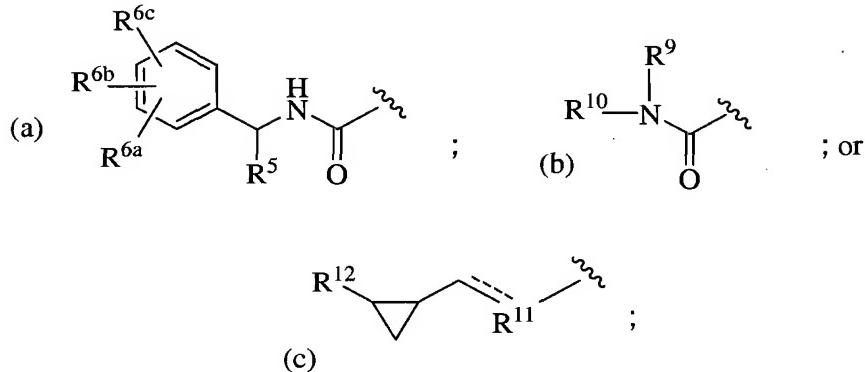
(2)



(3)



R³ is selected from the group consisting of:



wherein R⁵ is C₁₋₆alkyl, C₂₋₆ alkenyl or C₂₋₆ alkynyl;

R^{6a}, R^{6b}, and R^{6c} are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) -C₁₋₆alkyl,
- (4) -C₂₋₆ alkenyl,
- (5) -C₂₋₆ alkynyl,

- (6) -OH,
- (7) -CN, and
- (8) -O-C₁₋₆alkyl;

R⁹ and R¹⁰ are independently selected from the group consisting of:

- (1) hydrogen, and
- (2) C₁₋₆alkyl,
- (3) -C₂₋₆ alkenyl, and
- (4) -C₂₋₆ alkynyl,

or R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring, which is optionally substituted with

- (a) C₁₋₆alkyl,
- (b) -C₂₋₆ alkenyl,
- (c) -C₂₋₆ alkynyl,
- (d) (CH₂)_n-phenyl, and
- (e) (CH₂)_n-furanyl;

wherein said alkyl, phenyl and furanyl are unsubstituted or substituted with one or more

- i) halo,
- ii) -C₁₋₆alkyl,
- iii) -OH,
- iv) -CN, or
- v) -O-C₁₋₆alkyl; and

R¹¹ is selected from the group consisting of

- (1) -CH-,
- (2) -O-, and
- (3) -NH-,

provided that when R¹¹ is -CH- the dotted line forms a bond and when R¹¹ is -O- or -NH- the dotted line is absent;

R¹² is hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl or C₂₋₆ alkynyl;

m is 1 or 2;

n is 0, 1, 2, 3 or 4;

p is 1, 2, 3 or 4;

and pharmaceutically acceptable salts thereof.

2. (Original) The compound of Claim 1, wherein m is 1 and R¹ is phenyl unsubstituted or substituted with one or more chloro or fluoro.

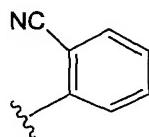
3. (Original) The compound of Claim 1, wherein m is 2 and R¹ is phenyl unsubstituted or substituted with one or more chloro or fluoro.

4. (Previously canceled)

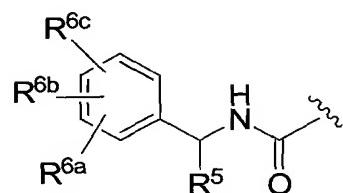
5. (Original) The compound of Claim 1, wherein R² is (R⁴)-S(O)₂N(R⁷)- and R⁷ is C₁₋₆ alkyl.

6. (Original) The compound of Claim 5 wherein R⁴ and R⁷ are each methyl.

7. (Original) The compound of Claim 1, wherein R² is



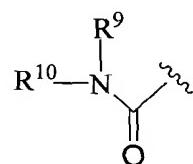
8. (Original) The compound of Claim 1 wherein R³ is



9. (Original) The compound of Claim 8 wherein R⁵ is methyl.

10-11. (Previously Canceled)

12. (Original) The compound of Claim 1 wherein R³ is

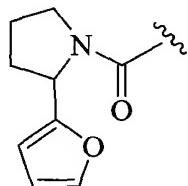


and R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is unsubstituted or substituted with

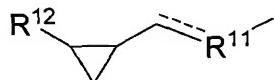
- (a) C₁-alkyl,
- (b) (CH₂)_n-phenyl, or
- (c) (CH₂)_n-furanyl.

13. (Original) The compound of Claim 12 wherein R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is substituted with -(CH₂)_n-furanyl wherein n is 0.

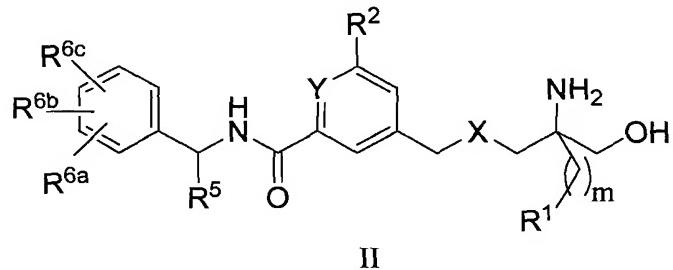
14. (Original) The compound of claim 13, wherein R³ is



15. (Original) The compound of Claim 1 wherein R³ is

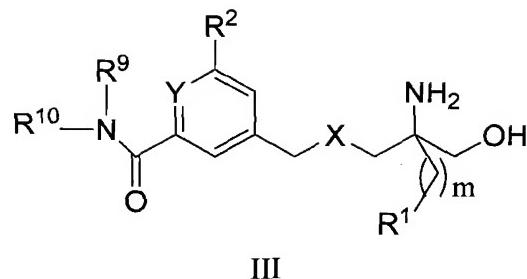


16. (Original) The compound of Claim 1 of formula II:



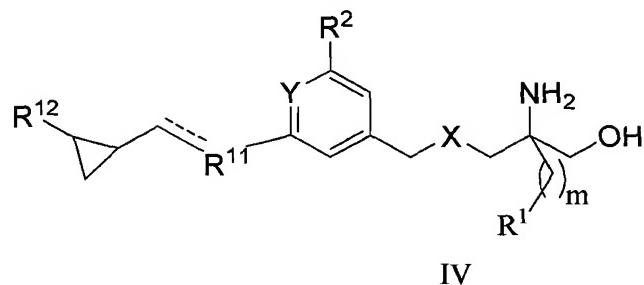
wherein X, Y, R¹, R², R⁵, R^{6a}, R^{6b}, R^{6c} and m are as defined in Claim 1.

17. (Original) The compound of Claim 1 of formula (III):



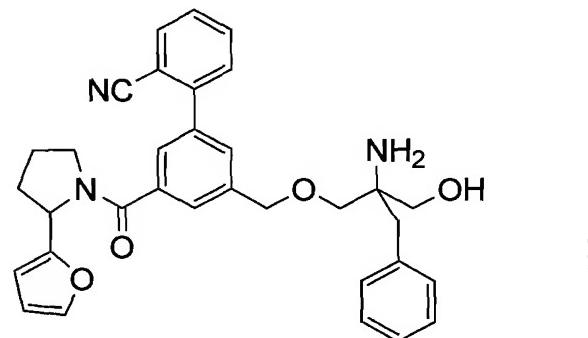
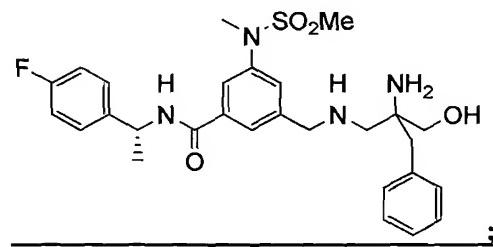
wherein X, Y, R¹, R², R⁹, R¹⁰ and m are as defined in Claim 1.

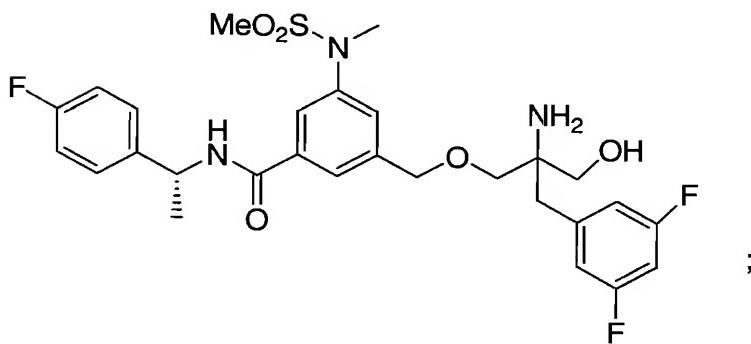
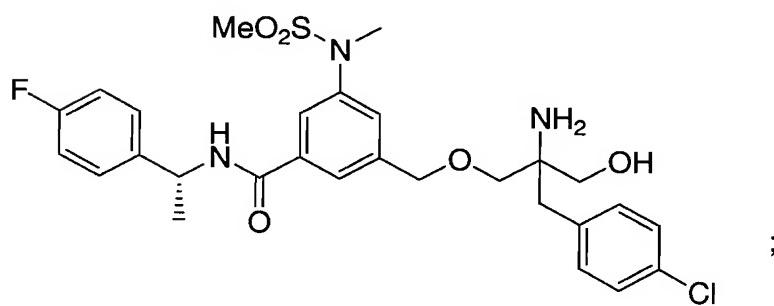
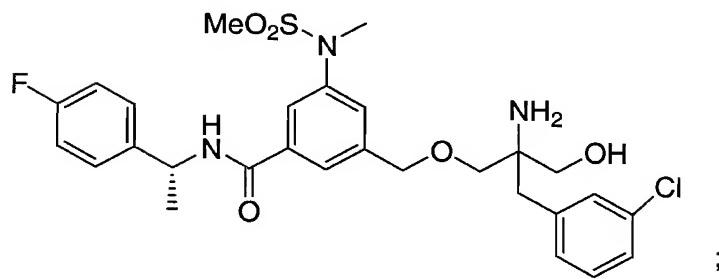
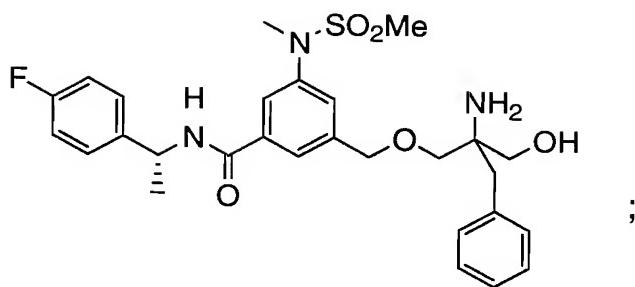
18. (Original) The compound of Claim 1 of formula (IV):

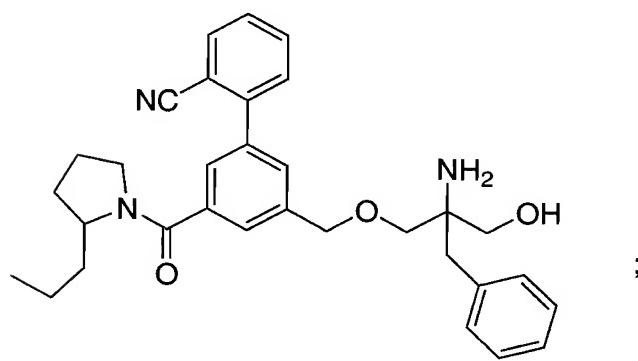
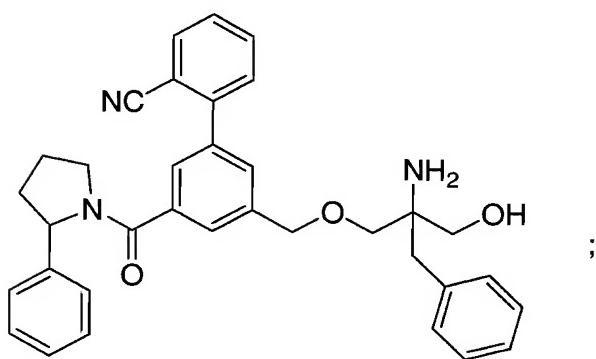
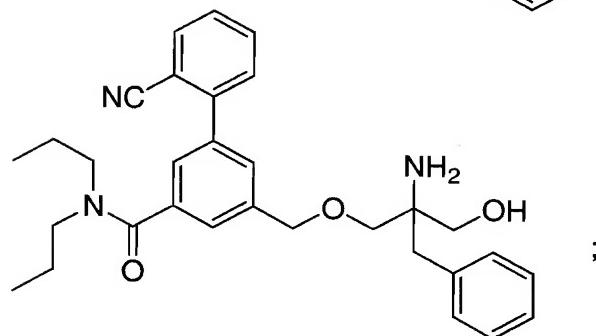
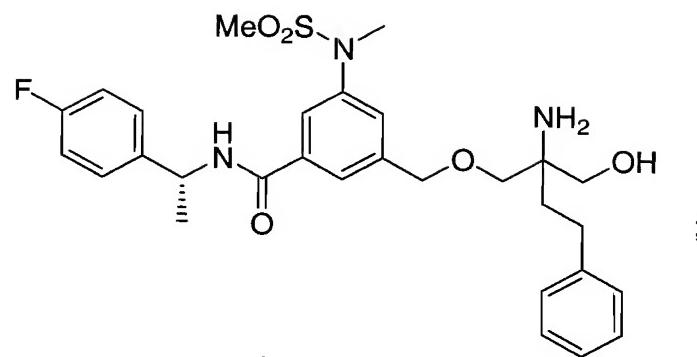


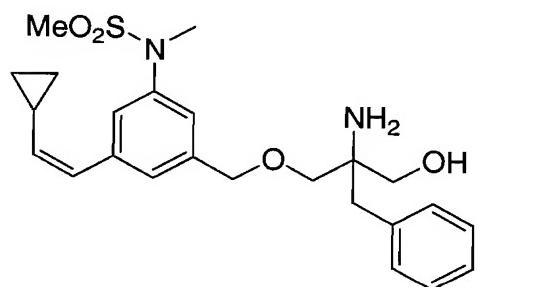
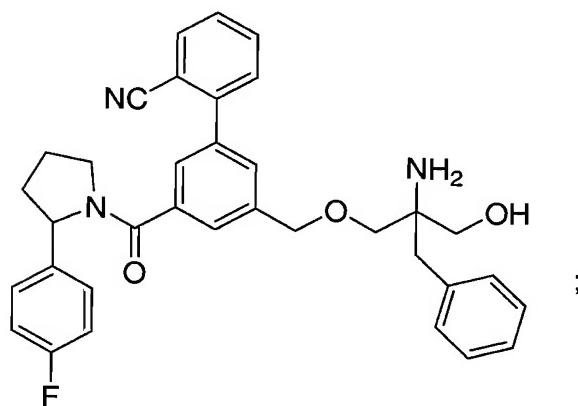
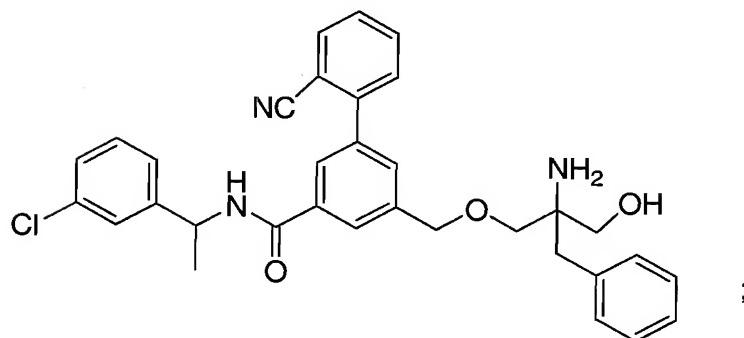
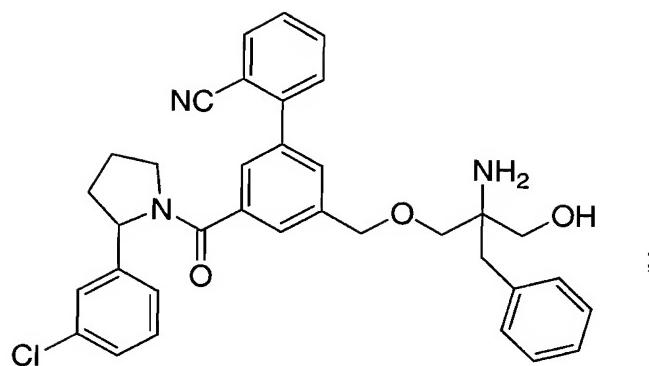
wherein X, Y, R¹, R², R¹¹, R¹² and m are as defined in Claim 1.

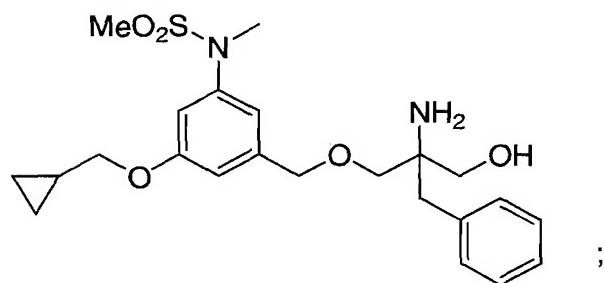
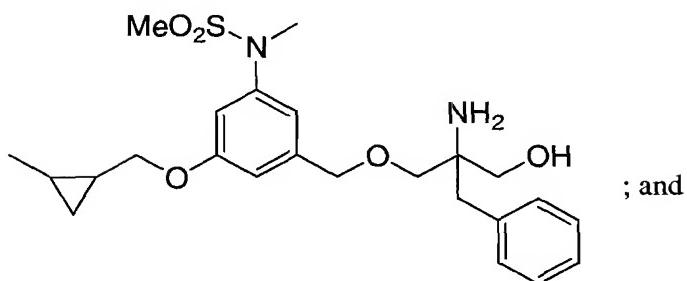
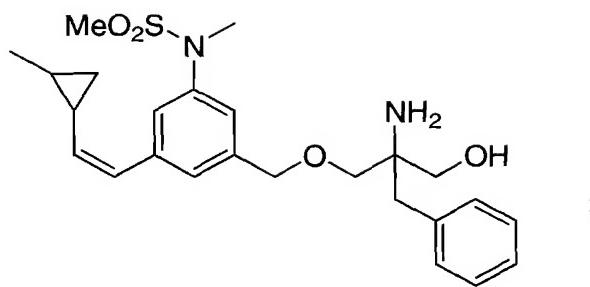
19. (Currently amended) The compound of Claim 1 which is selected from the group consisting of:











and pharmaceutically acceptable salts thereof.

20. (Previously canceled)

21. (Original) A pharmaceutical composition comprising an effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (Previously Canceled)

23. (Previously Canceled)

24. (Previously canceled)